

Hearing Date: October 19, 2010
Hearing Time: 10:00 AM (EST)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

vs.

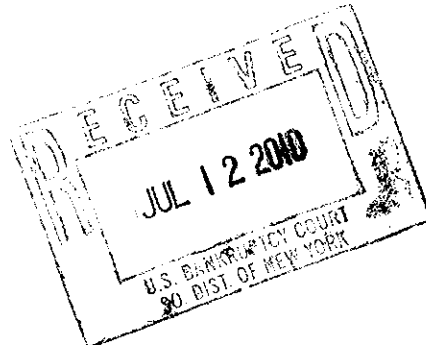
BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.



Bankruptcy Case No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

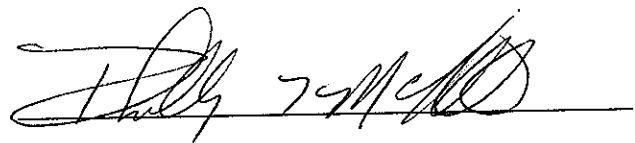
**MEMORANDUM IN OPPOSITION TO TRUSTEE'S MOTION TO AFFIRM
TRUSTEE'S DETERMINATION DENYING CLAIMS OF CLAIMANTS
WITHOUT BLMIS ACCOUNTS IN THEIR NAMES,
NAMESLY, INVESTORS IN FEEDER FUNDS**

Pursuant to the Court's Order dated April 13, 2010 (the "Order" [docket no. 2205]), Phillip Lee McStotts Trust hereby submits this Opposition to the Trustee's Motion For An Order to Affirm Trustee's Determinations Denying Claims of Claimants Without BLMIS Accounts In Their Names, Namesly, Investors In Feeder Funds [docket no. 2416], and the memoranda filed by the Trustee and by SIPC in support of the same [docket nos. 2411 and 2414, respectively].

Phillip Lee McStotts Trust is an "Objecting Claimant" as defined in the Order. Phillip Lee McStotts Trust filed an objection to the Trustee's denial of its claim on the basis that Phillip Lee McStotts Trust did not have an account at BLMIS (the "Objection" [docket no. 1302]). The Objection, along with its exhibits (including Phillip Lee McStotts Trust customer claim), is attached hereto as **Exhibit 1**.

The Trustee's determination that Phillip Lee McStotts Trust is not a "customer" under SIPA because it did not have an account in its name at BLMIS is wrong for the reasons set forth in Phillip Lee McStotts Trust Objection. In the interest of preserving judicial resources, Phillip Lee McStotts Trust hereby incorporates by reference as if fully restated herein the arguments set forth in the Objection as to why Phillip Lee McStotts Trust should be treated as a customer under SIPA. Phillip Lee McStotts Trust also hereby joins and incorporates by reference as if fully restated herein the arguments and authority cited in the objections and oppositions filed on behalf of all similarly situated Objecting Claimants as to why the Trustee's determination on the customer issue is wrong.

Dated: July 2, 2010

A handwritten signature in black ink, appearing to read "Phillip Lee McStotts", is written over a horizontal line.